

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

June 28, 2007

RECORDATION NO. 18997-K
FILED

JUN 28 '07 -9 00 AM
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Refinancing of 1994 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1994-D)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment (BN 1994-D), dated as of July 2, 2007, among Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee" or the "Assignor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18997.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration (BN 1994-D)
--------------------------------	---

Law Offices of
CHAPMAN AND CUTLER LLP

**Indenture Trustee
and Assignee:** Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111
Attention: Corporate Trust Department (BN 1994-D)

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 11 SD70M-AC Locomotives, 147 Covered Hopper Cars and 171 Aluminum Coal Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (BN 1994-D).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

**Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036**

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

Equipment Description:

Number of Units: eleven (11)
Model: SD70MAC Locomotives

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	9400	BNSF	9400
through		through	
BN	9410	BNSF	9410

1994-D

BN 35982 D - Covered Hoppers

BN	469000	BNSF	469000
BN	469001	BNSF	469001
BN	469002	BNSF	469002
BN	469003	BNSF	469003
BN	469004	BNSF	469004
BN	469005	BNSF	469005
BN	469006	BNSF	469006
BN	469008	BNSF	469008
BN	469009	BNSF	469009
BN	469010	BNSF	469010
BN	469011	BNSF	469011
BN	469012	BNSF	469012
BN	469013	BNSF	469013
BN	469014	BNSF	469014
BN	469015	BNSF	469015
BN	469016	BNSF	469016
BN	469017	BNSF	469017
BN	469018	BNSF	469018
BN	469019	BNSF	469019
BN	469020	BNSF	469020
BN	469021	BNSF	469021

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469022	BNSF	469022
BN	469023	BNSF	469023
BN	469024	BNSF	469024
BN	469025	BNSF	469025
BN	469026	BNSF	469026
BN	469027	BNSF	469027
BN	469028	BNSF	469028
BN	469029	BNSF	469029
BN	469030	BNSF	469030
BN	469031	BNSF	469031
BN	469032	BNSF	469032
BN	469033	BNSF	469033
BN	469034	BNSF	469034
BN	469035	BNSF	469035
BN	469036	BNSF	469036
BN	469037	BNSF	469037
BN	469038	BNSF	469038
BN	469039	BNSF	469039
BN	469040	BNSF	469040
BN	469041	BNSF	469041
BN	469042	BNSF	469042
BN	469044	BNSF	469044
BN	469045	BNSF	469045
BN	469046	BNSF	469046
BN	469047	BNSF	469047
BN	469048	BNSF	469048
BN	469049	BNSF	469049
BN	469050	BNSF	469050
BN	469051	BNSF	469051
BN	469052	BNSF	469052
BN	469053	BNSF	469053
BN	469054	BNSF	469054
BN	469055	BNSF	469055
BN	469056	BNSF	469056
BN	469057	BNSF	469057
BN	469058	BNSF	469058
BN	469059	BNSF	469059
BN	469060	BNSF	469060
BN	469061	BNSF	469061

BN 35892 C-K

<u>BN</u>	<u>469100</u>	<u>BNSF</u>	<u>469100</u>
<u>BN</u>	<u>469101</u>	<u>BNSF</u>	<u>469101</u>

BN 35892 C-K

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469062	BNSF	469062
BN	469063	BNSF	469063
BN	469064	BNSF	469064
BN	469065	BNSF	469065
BN	469066	BNSF	469066
BN	469067	BNSF	469067
BN	469068	BNSF	469068
BN	469069	BNSF	469069
BN	469070	BNSF	469070
BN	469071	BNSF	469071
BN	469072	BNSF	469072
BN	469073	BNSF	469073
BN	469074	BNSF	469074
BN	469075	BNSF	469075
BN	469076	BNSF	469076
BN	469077	BNSF	469077
BN	469078	BNSF	469078
BN	469079	BNSF	469079
BN	469080	BNSF	469080
BN	469081	BNSF	469081
BN	469082	BNSF	469082
BN	469083	BNSF	469083
BN	469084	BNSF	469084
BN	469085	BNSF	469085
BN	469086	BNSF	469086
BN	469087	BNSF	469087
BN	469088	BNSF	469088
BN	469089	BNSF	469089
BN	469090	BNSF	469090
BN	469091	BNSF	469091
BN	469092	BNSF	469092
BN	469093	BNSF	469093
BN	469095	BNSF	469095
BN	469096	BNSF	469096
BN	469097	BNSF	469097
BN	469098	BNSF	469098
BN	469099	BNSF	469099
BN	469100	BNSF	469100
BN	469101	BNSF	469101

BN 35892 CK

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469102	BNSF	469102
BN	469103	BNSF	469103
BN	469104	BNSF	469104
BN	469105	BNSF	469105
BN	469106	BNSF	469106
BN	469107	BNSF	469107
BN	469108	BNSF	469108
BN	469109	BNSF	469109
BN	469110	BNSF	469110
BN	469111	BNSF	469111
BN	469114	BNSF	469114
BN	469115	BNSF	469115
BN	469116	BNSF	469116
BN	469117	BNSF	469117
BN	469118	BNSF	469118
BN	469119	BNSF	469119
BN	469120	BNSF	469120
BN	469121	BNSF	469121
BN	469122	BNSF	469122
BN	469123	BNSF	469123
BN	469124	BNSF	469124
BN	469125	BNSF	469125
BN	469126	BNSF	469126
BN	469127	BNSF	469127
BN	469128	BNSF	469128
BN	469129	BNSF	469129
BN	469130	BNSF	469130
BN	469131	BNSF	469131
BN	469132	BNSF	469132
BN	469133	BNSF	469133
BN	469134	BNSF	469134
BN	469135	BNSF	469135
BN	469136	BNSF	469136
BN	469137	BNSF	469137
BN	469138	BNSF	469138
BN	469139	BNSF	469139
BN	469140	BNSF	469140
BN	469141	BNSF	469141

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469142	BNSF	469142
BN	469143	BNSF	469143
BN	469144	BNSF	469144
BN	469145	BNSF	469145
BN	469146	BNSF	469146
BN	469147	BNSF	469147
BN	469148	BNSF	469148
BN	469149	BNSF	469149
BN	469150	BNSF	469150
BN	469151	BNSF	469151

BN 35982 D - Aluminum Coal Cars

BN	534860	BNSF	666424
BN	534861	BNSF	666425
BN	534862	BNSF	666426
BN	534863	BNSF	666427
BN	534864	BNSF	666428
BN	534865	BNSF	666429
BN	534867	BNSF	666431
BN	534868	BNSF	666432
BN	534869	BNSF	666433
BN	534870	BNSF	666434
BN	534871	BNSF	666435
BN	534872	BNSF	666436
BN	534873	BNSF	666437
BN	534874	BNSF	666438
BN	534875	BNSF	666439
BN	534876	BNSF	666440
BN	534877	BNSF	666441
BN	534878	BNSF	666442
BN	534879	BNSF	666443
BN	534880	BNSF	666444
BN	534881	BNSF	666445
BN	534882	BNSF	666446
BN	534883	BNSF	666447
BN	534884	BNSF	666448
BN	534885	BNSF	666449

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	534887	BNSF	666451
BN	534888	BNSF	666452
BN	534889	BNSF	666453
BN	534890	BNSF	666454
BN	534891	BNSF	666455
BN	534892	BNSF	666456
BN	534893	BNSF	666457
BN	534894	BNSF	666458
BN	534895	BNSF	666459
BN	534896	BNSF	666460
BN	534897	BNSF	666461
BN	534898	BNSF	666462
BN	534899	BNSF	666463
BN	534900	BNSF	666464
BN	534901	BNSF	666465
BN	534902	BNSF	666466
BN	534903	BNSF	666467
BN	534904	BNSF	666468
BN	534905	BNSF	666469
BN	534906	BNSF	666470
BN	534907	BNSF	666471
BN	534908	BNSF	666472
BN	534909	BNSF	666473
BN	534910	BNSF	666474
BN	534911	BNSF	666475
BN	534912	BNSF	666476
BN	534913	BNSF	666477
BN	534916	BNSF	666480
BN	534917	BNSF	666481
BN	534918	BNSF	666482
BN	534919	BNSF	666483
BN	534920	BNSF	666484
BN	534922	BNSF	666486
BN	534923	BNSF	666487
BN	534924	BNSF	666488
BN	534925	BNSF	666489
BN	534926	BNSF	666490

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	534927	BNSF	666491
BN	534928	BNSF	666492
BN	534929	BNSF	666493
BN	534930	BNSF	666494
BN	534931	BNSF	666495
BN	534932	BNSF	666496
BN	534933	BNSF	666497
BN	534934	BNSF	666498
BN	534935	BNSF	666499
BN	534936	BNSF	666500
BN	534937	BNSF	666501
BN	534938	BNSF	666502
BN	534939	BNSF	666503
BN	534940	BNSF	666504
BN	534941	BNSF	666505
BN	534942	BNSF	666506
BN	534943	BNSF	666507
BN	534944	BNSF	666508
BN	534945	BNSF	666509
BN	534946	BNSF	666510
BN	534947	BNSF	666511
BN	534948	BNSF	666512
BN	534949	BNSF	666513
BN	534950	BNSF	666514
BN	534951	BNSF	666515
BN	534952	BNSF	666516
BN	534953	BNSF	666517
BN	534954	BNSF	666518
BN	534955	BNSF	666519
BN	534956	BNSF	666520
BN	534957	BNSF	666521
BN	534958	BNSF	666522
BN	534959	BNSF	666523
BN	534960	BNSF	666524
BN	534962	BNSF	666526
BN	534963	BNSF	666527
BN	534964	BNSF	666528
BN	534965	BNSF	666529
BN	534966	BNSF	666530

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	534967	BNSF	688531
BN	534968	BNSF	688532
BN	534969	BNSF	688533
BN	534970	BNSF	688534
BN	534971	BNSF	688535
BN	534972	BNSF	688536
BN	534973	BNSF	688537
BN	534974	BNSF	688538
BN	534975	BNSF	688539
BN	534976	BNSF	688540
BN	534978	BNSF	688542
BN	534979	BNSF	688543
BN	534980	BNSF	688544
BN	534981	BNSF	688545
BN	534982	BNSF	688546
BN	534983	BNSF	688547
BN	534984	BNSF	688548
BN	534985	BNSF	688549
BN	534986	BNSF	688550
BN	534987	BNSF	688551
BN	534988	BNSF	688552
BN	534989	BNSF	688553
BN	534990	BNSF	688554
BN	534991	BNSF	688555
BN	534992	BNSF	688556
BN	534993	BNSF	688557
BN	534994	BNSF	688558
BN	534995	BNSF	688559
BN	534996	BNSF	688560
BN	534997	BNSF	688561
BN	534998	BNSF	
BN	536001	BNSF	688564
BN	536002	BNSF	688565
BN	536003	BNSF	688566
BN	536004	BNSF	688567
BN	536005	BNSF	688568
BN	536006	BNSF	688569

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	535008	BNSF	666571
BN	535009	BNSF	666572
BN	535010	BNSF	666573
BN	535011	BNSF	666574
BN	535012	BNSF	666575
BN	535013	BNSF	666576
BN	535014	BNSF	666577
BN	535015	BNSF	666578
BN	535016	BNSF	666579
BN	535017	BNSF	666580
BN	535018	BNSF	666581
BN	535019	BNSF	666582
		1	
BN	535021	BNSF	666584
BN	535022	BNSF	666585
BN	535023	BNSF	666586
BN	535024	BNSF	666587
BN	535025	BNSF	666588
BN	535026	BNSF	666589
BN	535027	BNSF	666590
BN	535028	BNSF	666591
BN	535029	BNSF	666592
BN	535030	BNSF	666593
BN	535031	BNSF	666594
BN	535032	BNSF	666595
BN	535033	BNSF	666596
BN	535034	BNSF	666597
BN	535035	BNSF	666598
BN	535036	BNSF	666599
BN	535037	BNSF	666600
BN	535038	BNSF	666601
BN	535039	BNSF	666602
BN	535040	BNSF	666603
BN	535041	BNSF	666604

1994-D
(end)

JUN 28 '07 -9 00 AM

MEMORANDUM OF LEASE ASSIGNMENT
(BN 1994-D)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee") under the Amended and Restated Trust Agreement (BN 1994-D) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The Owner Trustee and BNSF Railway Company ("Lessee") have entered into an Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994 (as amended, supplemented or modified, the "Lease"), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18997 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-D), dated as of July 2, 2007, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

4. A memorandum of said Trust Indenture and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____ 

Name: Michele C. Harra
Title: Financial Services Officer

Executed on this 20th day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By _____

Name:
Title:

Executed on this ___ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____

Name:
Title:

Executed on this ____ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By Megan C. Giomalakis

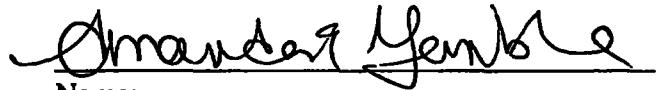
Name: Megan C. Giomalakis
Title: Vice President

Executed on this 20th day of June, 2007.

STATE OF DELAWARE)
COUNTY ~~NEWCASTLE~~) SS.:
WILMINGTON)

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Michele C. Harra, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: AMANDA E. GAMBLE
Notary Public
My Commission Expires: Notary Public - State of Delaware
Residing in My Comm. Expires May 15, 2011

STATE OF UTAH)
COUNTY OF SALT LAKE) SS.:

On this, the day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared , who being by me duly sworn, says that (s)he is the of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June , 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in

STATE OF DELAWARE)
) SS.:
COUNTY OF WILMINGTON)

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June ___, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 26th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared MEGAN C. GIAMALAKIS, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 20, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name:
Notary Public
My Commission Expires:
Residing in _____

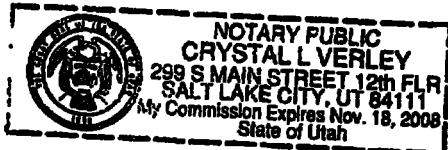


EXHIBIT A

UNITS

Equipment Description:

Number of Units: eleven (11)
Model: SD70MAC Locomotives

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN through	9400	BNSF through	9400
BN	9410	BNSF	9410

1994-D

BN 35982 D - Covered Hoppers

BN	469000	BNSF	469000
BN	469001	BNSF	469001
BN	469002	BNSF	469002
BN	469003	BNSF	469003
BN	469004	BNSF	469004
BN	469005	BNSF	469005
BN	469006	BNSF	469006
BN	469008	BNSF	469008
BN	469009	BNSF	469009
BN	469010	BNSF	469010
BN	469011	BNSF	469011
BN	469012	BNSF	469012
BN	469013	BNSF	469013
BN	469014	BNSF	469014
BN	469015	BNSF	469015
BN	469016	BNSF	469016
BN	469017	BNSF	469017
BN	469018	BNSF	469018
BN	469019	BNSF	469019
BN	469020	BNSF	469020
BN	469021	BNSF	469021

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469022	BNSF	469022
BN	469023	BNSF	469023
BN	469024	BNSF	469024
BN	469025	BNSF	469025
BN	469026	BNSF	469026
BN	469027	BNSF	469027
BN	469028	BNSF	469028
BN	469029	BNSF	469029
BN	469030	BNSF	469030
BN	469031	BNSF	469031
BN	469032	BNSF	469032
BN	469033	BNSF	469033
BN	469034	BNSF	469034
BN	469035	BNSF	469035
BN	469036	BNSF	469036
BN	469037	BNSF	469037
BN	469038	BNSF	469038
BN	469039	BNSF	469039
BN	469040	BNSF	469040
BN	469041	BNSF	469041
BN	469042	BNSF	469042
BN	469044	BNSF	469044
BN	469045	BNSF	469045
BN	469046	BNSF	469046
BN	469047	BNSF	469047
BN	469048	BNSF	469048
BN	469049	BNSF	469049
BN	469050	BNSF	469050
BN	469051	BNSF	469051
BN	469052	BNSF	469052
BN	469053	BNSF	469053
BN	469054	BNSF	469054
BN	469055	BNSF	469055
BN	469056	BNSF	469056
BN	469057	BNSF	469057
BN	469058	BNSF	469058
BN	469059	BNSF	469059
BN	469060	BNSF	469060
BN	469061	BNSF	469061

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469062	BNSF	469062
BN	469063	BNSF	469063
BN	469064	BNSF	469064
BN	469065	BNSF	469065
BN	469066	BNSF	469066
BN	469067	BNSF	469067
BN	469068	BNSF	469068
BN	469069	BNSF	469069
BN	469070	BNSF	469070
BN	469071	BNSF	469071
BN	469072	BNSF	469072
BN	469073	BNSF	469073
BN	469074	BNSF	469074
BN	469075	BNSF	469075
BN	469076	BNSF	469076
BN	469077	BNSF	469077
BN	469078	BNSF	469078
BN	469079	BNSF	469079
BN	469080	BNSF	469080
BN	469081	BNSF	469081
BN	469082	BNSF	469082
BN	469083	BNSF	469083
BN	469084	BNSF	469084
BN	469085	BNSF	469085
BN	469086	BNSF	469086
BN	469087	BNSF	469087
BN	469088	BNSF	469088
BN	469089	BNSF	469089
BN	469090	BNSF	469090
BN	469091	BNSF	469091
BN	469092	BNSF	469092
BN	469093	BNSF	469093
BN	469095	BNSF	469095
BN	469096	BNSF	469096
BN	469097	BNSF	469097
BN	469098	BNSF	469098
BN	469099	BNSF	469099
BN	469100	BNSF	469100
BN	469101	BNSF	469101

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469102	BNSF	469102
BN	469103	BNSF	469103
BN	469104	BNSF	469104
BN	469105	BNSF	469105
BN	469106	BNSF	469106
BN	469107	BNSF	469107
BN	469108	BNSF	469108
BN	469109	BNSF	469109
BN	469110	BNSF	469110
BN	469111	BNSF	469111
BN	469114	BNSF	469114
BN	469115	BNSF	469115
BN	469116	BNSF	469116
BN	469117	BNSF	469117
BN	469118	BNSF	469118
BN	469119	BNSF	469119
BN	469120	BNSF	469120
BN	469121	BNSF	469121
BN	469122	BNSF	469122
BN	469123	BNSF	469123
BN	469124	BNSF	469124
BN	469125	BNSF	469125
BN	469126	BNSF	469126
BN	469127	BNSF	469127
BN	469128	BNSF	469128
BN	469129	BNSF	469129
BN	469130	BNSF	469130
BN	469131	BNSF	469131
BN	469132	BNSF	469132
BN	469133	BNSF	469133
BN	469134	BNSF	469134
BN	469135	BNSF	469135
BN	469136	BNSF	469136
BN	469137	BNSF	469137
BN	469138	BNSF	469138
BN	469139	BNSF	469139
BN	469140	BNSF	469140
BN	469141	BNSF	469141

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469142	BNSF	469142
BN	469143	BNSF	469143
BN	469144	BNSF	469144
BN	469145	BNSF	469145
BN	469146	BNSF	469146
BN	469147	BNSF	469147
BN	469148	BNSF	469148
BN	469149	BNSF	469149
BN	469150	BNSF	469150
BN	469151	BNSF	469151

BN 35982 D - Aluminum Coal Cars

BN	534860	BNSF	666424
BN	534861	BNSF	666425
BN	534862	BNSF	666426
BN	534863	BNSF	666427
BN	534864	BNSF	666428
BN	534865	BNSF	666429
BN	534867	BNSF	666431
BN	534868	BNSF	666432
BN	534869	BNSF	666433
BN	534870	BNSF	666434
BN	534871	BNSF	666435
BN	534872	BNSF	666436
BN	534873	BNSF	666437
BN	534874	BNSF	666438
BN	534875	BNSF	666439
BN	534876	BNSF	666440
BN	534877	BNSF	666441
BN	534878	BNSF	666442
BN	534879	BNSF	666443
BN	534880	BNSF	666444
BN	534881	BNSF	666445
BN	534882	BNSF	666446
BN	534883	BNSF	666447
BN	534884	BNSF	666448
BN	534885	BNSF	666449

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	534887	BNSF	666451
BN	534888	BNSF	666452
BN	534889	BNSF	666453
BN	534890	BNSF	666454
BN	534891	BNSF	666455
BN	534892	BNSF	666456
BN	534893	BNSF	666457
BN	534894	BNSF	666458
BN	534895	BNSF	666459
BN	534896	BNSF	666460
BN	534897	BNSF	666461
BN	534898	BNSF	666462
BN	534899	BNSF	666463
BN	534900	BNSF	666464
BN	534901	BNSF	666465
BN	534902	BNSF	666466
BN	534903	BNSF	666467
BN	534904	BNSF	666468
BN	534905	BNSF	666469
BN	534906	BNSF	666470
BN	534907	BNSF	666471
BN	534908	BNSF	666472
BN	534909	BNSF	666473
BN	534910	BNSF	666474
BN	534911	BNSF	666475
BN	534912	BNSF	666476
BN	534913	BNSF	666477
BN	534916	BNSF	666480
BN	534917	BNSF	666481
BN	534918	BNSF	666482
BN	534919	BNSF	666483
BN	534920	BNSF	666484
BN	534922	BNSF	666486
BN	534923	BNSF	666487
BN	534924	BNSF	666488
BN	534925	BNSF	666489
BN	534926	BNSF	666490

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	534927	BNSF	666491
BN	534928	BNSF	666492
BN	534929	BNSF	666493
BN	534930	BNSF	666494
BN	534931	BNSF	666495
BN	534932	BNSF	666496
BN	534933	BNSF	666497
BN	534934	BNSF	666498
BN	534935	BNSF	666499
BN	534936	BNSF	666500
BN	534937	BNSF	666501
BN	534938	BNSF	666502
BN	534939	BNSF	666503
BN	534940	BNSF	666504
BN	534941	BNSF	666505
BN	534942	BNSF	666506
BN	534943	BNSF	666507
BN	534944	BNSF	666508
BN	534945	BNSF	666509
BN	534946	BNSF	666510
BN	534947	BNSF	666511
BN	534948	BNSF	666512
BN	534949	BNSF	666513
BN	534950	BNSF	666514
BN	534951	BNSF	666515
BN	534952	BNSF	666516
BN	534953	BNSF	666517
BN	534954	BNSF	666518
BN	534955	BNSF	666519
BN	534956	BNSF	666520
BN	534957	BNSF	666521
BN	534958	BNSF	666522
BN	534959	BNSF	666523
BN	534960	BNSF	666524
BN	534962	BNSF	666526
BN	534963	BNSF	666527
BN	534964	BNSF	666528
BN	534965	BNSF	666529
BN	534966	BNSF	666530

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	534967	BNSF	666531
BN	534968	BNSF	666532
BN	534969	BNSF	666533
BN	534970	BNSF	666534
BN	534971	BNSF	666535
BN	534972	BNSF	666536
BN	534973	BNSF	666537
BN	534974	BNSF	666538
BN	534975	BNSF	666539
BN	534976	BNSF	666540
BN	534978	BNSF	666542
BN	534979	BNSF	699112
BN	534980	BNSF	666543
BN	534981	BNSF	666544
BN	534982	BNSF	666545
BN	534983	BNSF	666546
BN	534984	BNSF	666547
BN	534985	BNSF	666548
BN	534986	BNSF	666549
BN	534987	BNSF	666550
BN	534988	BNSF	666551
BN	534989	BNSF	666552
BN	534990	BNSF	666553
BN	534991	BNSF	666554
BN	534992	BNSF	666555
BN	534993	BNSF	666556
BN	534994	BNSF	666557
BN	534995	BNSF	666558
BN	534996	BNSF	666559
BN	534997	BNSF	666560
BN	534998	BNSF	666561
BN	535001	BNSF	666564
BN	535002	BNSF	666565
BN	535003	BNSF	666566
BN	535004	BNSF	666567
BN	535005	BNSF	666568
BN	535006	BNSF	666569

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	535008	BNSF	666571
BN	535009	BNSF	666572
BN	535010	BNSF	666573
BN	535011	BNSF	666574
BN	535012	BNSF	666575
BN	535013	BNSF	666576
BN	535014	BNSF	666577
BN	535015	BNSF	666578
BN	535016	BNSF	666579
BN	535017	BNSF	666580
BN	535018	BNSF	666581
BN	535019	BNSF	666582
BN	535021	BNSF	666584
BN	535022	BNSF	666585
BN	535023	BNSF	666586
BN	535024	BNSF	666587
BN	535025	BNSF	666588
BN	535026	BNSF	666589
BN	535027	BNSF	666590
BN	535028	BNSF	666591
BN	535029	BNSF	666592
BN	535030	BNSF	666593
BN	535031	BNSF	666594
BN	535032	BNSF	666595
BN	535033	BNSF	666596
BN	535034	BNSF	666597
BN	535035	BNSF	666598
BN	535036	BNSF	666599
BN	535037	BNSF	666600
BN	535038	BNSF	666601
BN	535039	BNSF	666602
BN	535040	BNSF	666603
BN	535041	BNSF	666604

1994-D
(end)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

6/28/07


Robert W. Alvord